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Michael E. Toner
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VIA HAND DELIVERY

Jeff S. Jordan, Esq.
Supervisory Attorney
Complaints Examination & Legal Administration
Federal Election Commission
999 E Street NW
Washington, DC 20463

Re: MUR 6586 - Linda McMahon, Linda McMahon for Senate 2012, and
Sunghi Pak Frauen, in her official capacity as Treasurer

Dear Mr. Jordan:

This office represents Linda McMahon ("Ms. McMahon"), Linda McMahon for Senate 2012 ("McMahon Campaign"), and Sunghi Pak Frauen in her official capacity as Treasurer of the McMahon Campaign (collectively "Respondents") in the above-captioned MUR.

We have reviewed the Complaint filed on June 1, 2012 by the *Journal Inquirer* ("Complainant"). As is detailed below, the Complaint is patently frivolous and there is no reason to believe that the Respondents violated the Federal Election Campaign Act of 1971, as amended ("FECA" or "Act") or Commission regulations. Accordingly, the Commission should promptly dismiss the Complaint.

The Complaint is Procedurally Defective and Fails to Meet the "Reason to Believe" Threshold

Commission regulations require that a complaint "identify as a respondent each person or entity who is alleged to have committed a violation. 11 C.F.R. § 111.4(d)(1). Commission regulations further provide that a complaint "should contain a clear and concise recitation of the facts which describe a violation of a statute or regulation over which the Commission has jurisdiction." *Id.* § 111.4(d)(3). Moreover, a "reason to believe" finding that a violation occurred is only appropriate when a complaint sets forth specific facts that, if proven true, would constitute a violation of the Act. *See id.* § 111.4(a), (d). "Unwarranted legal conclusions from asserted facts, or mere speculation, will not be accepted as true." Statement of Reasons in MUR 4960 (Hillary Rodham Clinton for U.S. Senate Exploratory Committee) at 2 (Dec. 21, 2000) (internal citations omitted). *See also* Statement of Reasons in MUR 5141 (Moran for Congress) at 2 (Mar. 11, 2002) ("A

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complainant's unwarranted legal conclusions from asserted facts will not be accepted as true.").

The Complaint fails to identify a single provision of the Act or Commission regulations that the Respondents are alleged to have violated; in fact, the Complaint does not contain any citations to FECA or Commission regulations at all. The scant, two-page Complaint is little more than a rambling discussion of a newspaper commentary, consists of groundless speculation and innuendo, and does not allege that the Respondents took any actions that would violate the Act or Commission regulations. Because the Complaint fails to meet the "reason to believe" threshold and minimum procedural requirements, the Complaint should be dismissed.

There is No Reason to Believe That a Violation of Section 441b Occurred

Although the Complaint does not identify any provision of the Act or Commission regulations that the Respondents allegedly violated, the Complainant does assert—without any citations or supporting analysis—that World Wrestling Entertainment, Inc. ("WWE") "in violating federal election law by rendering corporation assistance to the U.S. Senate candidacy of Linda McMahon." Complaint at 1. Although it is difficult to discern with specificity or otherwise what the Complainant is alleging, it may be that the Complainant attempts to allege that the Respondents somehow accepted a prohibited corporate contribution from WWE. See 2 U.S.C. § 441b; 11 C.F.R. § 114.2(b)(1). If this is the case, any such allegation is utterly baseless.

The attachments that accompany the Complaint make clear that WWE, in seeking a retraction from the *Journal Inquirer*, was merely defending itself against allegedly libelous statements that gross mischaracterized WWE's business activities. WWE's retraction letter to the *Journal Inquirer* did not reference Ms. McMahon, Ms. McMahon's candidacy for the U.S. Senate, any election, or even American politics in general. It is difficult to discern how WWE allegedly made a corporate contribution—let alone how the Respondents conceivably could have accepted a corporate contribution—when the exchange between WWE and the *Journal Inquirer* had nothing to do with the Respondents.

In past enforcement cases and advisory opinions, the Commission has determined that bona fide corporate business activities or communications did not constitute contributions or expenditures under FECA "where the activity in question did not appear to be undertaken for the purpose of influencing an election," did not involve any communications containing express advocacy, and did not solicit, make or

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accept contributions on behalf of a candidate. *See e.g.*, Statement of Reasons in MUR 4305 (Forbes) at 6 (May 27, 1999) (citing Advisory Opinion 1977-42 (Hechler) and its progeny). Here, WWE's retraction letter to the *Journal Inquirer* did not expressly advocate the election or defeat of any federal candidate and did not even reference Ms. McMahon or her candidacy for the U.S. Senate. WWE's retraction letter likewise did not solicit any contributions on behalf of Ms. McMahon or any other federal candidate. Rather, WWE's retraction letter to the *Journal Inquirer* was clearly sent for bona fide corporate purposes and not for the purpose of influencing a federal election. The contention that a corporation cannot seek a retraction from a newspaper for allegedly publishing libelous statements about the corporation without violating the Act and Commission regulations is frivolous. In light of the foregoing, there is no reason to believe that the Respondents accepted a prohibited corporate contribution under FECA and Commission regulations.¹

Conclusion

For all the foregoing reasons, the Commission should find no reason to believe that the Respondents violated the Act and Commission regulations and should promptly dismiss the Complaint.

Sincerely,

Michael E. Toner

Brandis L. Zehr

¹ A prohibited coordinated communication also could not have taken place given that WWE's retraction letter did not constitute a "public communication" within the meaning of Commission regulations. *See* 11 C.F.R. §§ 100.26 (defining public communication), 109.21 (defining coordinated communications).

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STATEMENT OF DESIGNATION OF COUNSEL
Please use one form for each Respondent/Entity/Treasurer
FAX (202) 219-3923

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MUR # 6586

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FIRM: Wiley Rein LLP

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Washington, DC 20006

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The above-named individual and/or firm is hereby designated as my counsel and is authorized to receive any notifications and other communications from the Commission and to act on my behalf before the Commission.

6/21/12
Date

Linda E. McMahon
Respondent/Agent -Signature

Candidate
Title(Treasurer/Candidate/Owner)

RESPONDENT: Linda E. McMahon
(Committee Name, Company Name, or Individual Named in Notification Letter)

MAILING ADDRESS: 556 Washington Avenue
(Please Print)

North Haven, CT 06473

TELEPHONE- HOME ()

BUSINESS (203) 691-8592

Information is being sought as part of an investigation being conducted by the Federal Election Commission and the confidentiality provisions of 2 U.S.C. § 437g(a)(12)(A) apply. This section prohibits making public any investigation conducted by the Federal Election Commission without the express written consent of the person under investigation

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The above-named individual and/or firm is hereby designated as my counsel and is authorized to receive any notifications and other communications from the Commission and to act on my behalf before the Commission.

6/18/12
Date

Stephen P. Fournier
Respondent/Agent - Signature

Treasurer
Title (Treasurer/Candidate/Owner)

RESPONDENT: Linda McMahon for Senate 2012
(Committee Name, Company Name, or Individual Named in Notification Letter)

MAILING ADDRESS: 556 Washington Avenue
(Please Print)

North Haven, CT 06473

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